AGENDA

BOARD OF RETIREMENT
March 12, 2014
832 12th Street, Suite 600 – Wesley W. Hall Board Room
Modesto, CA 95354

The Board of Retirement welcomes you to its meetings, which are regularly held on the second Wednesday and the fourth Tuesday of each month. Your interest is encouraged and appreciated.

CONSENT ITEMS: These matters include routine administrative actions and are identified under the Consent Items heading.

PUBLIC COMMENT: Matters under jurisdiction of the Board, may be addressed by the general public before or during the regular agenda. However, California law prohibits the Board from taking action on any matter which is not on the posted agenda unless it is determined an emergency by the Board of Retirement. Any member of the public wishing to address the Board during the “Public Comment,” period shall be permitted to be heard once up to three minutes. Please complete a Public Comment Form and give it to the Chair of the Board. Any person wishing to make a presentation to the Board must submit the presentation in written form, with copies furnished to all Board members. Presentations are limited to three minutes.

BOARD AGENDAS & MINUTES: Board agendas, Minutes and copies of items to be considered by the Board of Retirement are customarily posted on the Internet by Friday afternoon preceding a meeting at the following website: www.stancera.org.

Materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet are available for public inspection at StanCERA, 832 12th Street, Suite 600, Modesto, CA 95354, during normal business hours.

AUDIO: All Board of Retirement regular meetings are audio recorded. Audio recordings of the meetings are available after the meetings at http://www.stancera.org/sections/aboutus/agendas.

NOTICE REGARDING NON-ENGLISH SPEAKERS: Board of Retirement meetings are conducted in English and translation to other languages is not provided. Please make arrangements for an interpreter if necessary.

REASONABLE ACCOMMODATIONS: In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Board Secretary at (209) 525-6393. Notification 72 hours prior to the meeting will enable StanCERA to make reasonable arrangements to ensure accessibility to this meeting.

1. Meeting Called to Order
2. Roll Call
3. Announcements
4. Public Comment
5. Consent Items
   a. Approval of the February 25, 2014 Investment Meeting Minutes
   b. Correspondence – Raven Asset –Based Opportunity Fund I LP
   c. Correspondence – Medley Opportunity Fund II LP
d. Approval of Service Retirement(s) – **Sections 31499.14, 31670, 31662.2 & 31810**

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d. Approval of Service Retirement(s) – *Sections 31499.14, 31670, 31662.2 & 31810* (Cont)

47. Unruh, Kim, Sheriff, Effective 03-29-2014
48. Van Diemen, Nick, Treasurer/Tax Collector, Effective 03-31-2014
49. Washburn, Mary, Assessor, Effective 03-15-2014
50. Watson, Connie, Sheriff, Effective 03-21-2014
51. Wee, John, DCSS, Effective 03-28-2014

e. Approval of Deferred Retirement(s) – *Section 31700*

1. Festejo, Carol, BHRS, Effective 01-4-2014
2. Kilgore, Casandra, DCSS, Effective 02-7-2014
3. Lyon-Christy, Misty, DCSS, Effective 12-26-2013
4. Minteer, Sara, DCSS, Effective 2-14-2014
5. Moreno, Allisa, CSA, Effective 2-7-2014
6. Portillo, Vanessa, Alliance Worknet, Effective 01-25-2014
7. Sanborn, Kristopher, Sheriff, Effective 01-23-2014
8. Tlascala, Marty, Sheriff, Effective 02-19-2014
9. Vieira, April, District Attorney, Effective 02-08-2014

6. **Executive Director**

a. Response to Trustee Inquiry Regarding Disability  [View]

b. Legal Update: Three California Court Rulings on Retiree Health Care  [View]

c. Monthly Staff Report  [View]

d. Discussion and Action on the SACRS’ May 13-16, 2014, Spring Conference Voting Proxy Form  [View]

e. Discussion and Action on the State Association of County Retirement Systems’ (SACRS) Nominating Committee’s Recommended Ballot for the Board of Directors’ Elections at the May 16, 2014, Business Meeting  [View]

7. **Closed Session**

a. Conference with Legal Counsel - Disability Retirement – Section 31724 - Ortega, Sandra, CSA, Non-Service Connected, Effective 10-24-13 Government Code Section 54956.9(d)(1)

b. Conference with Legal Counsel – Pending Litigation – One Case: Stanislaus County Employees’ Retirement Association v. Buck Consultants, LLC, Mediation Pursuant to Evidence Code Sections 1115, 1119, 1152 Government Code Section 54956.9(d)(4)
7. **Closed Session (Cont.)**

   c. Conference with Legal Counsel – Pending Litigation – One Case:
      O'Neal et al v. Stanislaus County Employees’ Retirement Association
      Stanislaus County Superior Court Case No. 648469
      Government Code Section 54956.9(d)(1)

   d. Conference with Legal Counsel – Pending Litigation – One Case:
      Nasrawi et al v. Buck Consultants, LLC, et.al, Santa Clara County
      Superior Court Case No. 1-11-CV202224; Court of Appeal, Sixth Appellate
      District, Case No. H038894 Government Code Section 54956.9(d)(1)

8. **Members’ Forum (Information and Future Agenda Requests Only)**

9. **Adjournment**
PLEASE POST FOR EMPLOYEE VIEWING

BOARD OF RETIREMENT MINUTES

February 25, 2014

Members Present: Gordon Ford, Donna Riley, Maria De Anda, Jason Gordo
Mike Lynch, Darin Gharat, Michael O’Neal and Jeff Grover
Jim DeMartini

Alternate Member: Joan Clendenin, Alternate Retiree Representative

Members Absent: NONE

Staff Present: Rick Santos, Executive Director
Kellie Gomes, Executive Board Secretary
Kathy Herman, Operations Manager
Dawn Lea, Benefits Manager

Others Present: Fred Silva, General Legal Counsel
Doris Foster, County Chief Executive Office
Stan Risen, County Chief Executive Officer

1. Meeting Called to Order

Meeting called to order at 1:00 p.m. by Gordon Ford, Chair.

2. Roll Call

3. Announcements

4. Public Comment

None

5. Consent Items

a. Approval of the February 12, 2014, Administrative Meeting Minutes

b. StanCERA Investment Managers Peer Rankings for Quarter Ending December 31, 2013

Motion was made by Jeff Grover and seconded by Maria De Anda to approve the above consent items.

Josh Green from Raven Capital Management gave the Board an update on the fund, where StanCERA’s money has been invested, the nature of the investments already funded by StanCERA and their status, and two potential remaining investments that Raven is considering. Raven explained that they wish to extend the term of the investment for another year so that they could fund a potential purchase in a cargo vessel and an infrastructure investment. The investment would need to extend to 2017 (1 year after the current investment with Raven ends) in order for the investments to meet Raven’s required return.

7. **Strategic Investment Solutions (SIS), Inc.**

a. **Investment Performance Analysis for the Fourth Quarter Ending December 31, 2013**

Quarterly Portfolio Performance Analysis (Return, Benchmark and Peer Ranking.)

- 4th Quarter: 6.3%, 5.2%, 14
- Fiscal YTD: 12.3%, 10.5%, 19
- 1 Year: 19.8%, 16.0%, 12
- 3 Year: 10.9%, 9.4%, 10
- 5 Year: 14.9%, 13.1%, 3

b. **Monthly Performance Review for the Month Ending January 31, 2014**

Monthly Return: -1.88%
Fiscal YTD: 10.18%
Fiscal YTD alpha: 1.60%
Total Fund Value as of January 31, 2014: $1,680,577,809

c. **StanCERA Investment Managers Review List for Quarter Ending December 31, 2013**


2:36 p.m. Trustee DeMartini arrived
7. Strategic Investment Solutions (SIS), Inc (Cont.)

  e. Discussion and Action Regarding the 2014 Proposed Real Estate Implementation Plan

Motion was made by Maria De Anda and seconded by Jeff Grover to accept SIS’s recommendation to allocate to the Real Estate asset class 3.5%, or a total of $58.8 million as presented in Alternate 3 as follows:

- Allocate 75% to the Private Value Added Class and 25% to the Private Core class
- For Private Core, Allocate To 1 Manager; For Private Value Added, Allocate To 2 Managers
- Within Private Value Added, Choose 1 Open Ended Fund And 1 Closed Ended Fund
- Eliminate The Current Allocation to REITS

Roll Call Vote was as follows:

Gordon Ford   No       Jim DeMartini   Yes
Donna Riley   Yes      Maria DeAnda  Yes
Jason Gordo   Yes      Mike Lynch    No
Michael O’Neal Yes      Jeff Grover  Yes

Joan Clendenin Alternate Vote not required
Darin Gharat   was not present for vote

8. CHEIRON (Formerly EFI)

  a. Discussion and Action on CHEIRON Actuaries Presentation of the June 30, 2013 Actuarial Valuation

Graham Schmidt presented the preliminary results from the June 30, 2013 actuarial valuation. After discussion regarding the changes from the prior year, a motion was made by Jim DeMartini and seconded by Maria De Anda to accept the 2013 valuation with the following notable items:

- Continue on the current declining amortization schedule
- Accept the actuary’s recommendation to include the new GASB requirements as the basis for funding
- Phase in the change in the employer rates for the GASB implementation over a period of 2 years

Motion Carried

9. Executive Director

  a. 2013 Quarter 4 Value Added Report
9. **Executive Director (Cont)**

Quarterly Value Added Report; Some notable items from the most recent report:

- All Active Managers Have Added Value Since June 30, 2008
- For The Most Recently Complete Quarter/Year, StanCERA Active Managers Added $8,479,161/$29,805,883 In Value, Respectively
- PIMCO Was The Only Manager That Didn’t Add Value In 2013
- Small Cap Managers Have Provided The Greatest Relative Value for The Portfolio
- Custodial Fees Have Decreased Considerably Over The Last Year for Those Managers That Trade More
- StanCERA’s Total Fees In Basis Points Are Around 35 Annually. This Compares With Most Other 1937 Act Systems Of StanCERA’s Size

10. **Closed Session**

Motion was made by Darin Gharat and seconded by Jason Gordo to enter into open session at 3:49 p.m.

a. Discussion and Action Regarding Northern Trust Global Custody and Securities Lending Contracts
   Government Code Section 54956.81
   Roll Call Vote Required

b. Conference with Legal Counsel – Pending Litigation – One Case: Stanislaus County Employees’ Retirement Association v. Buck Consultants, LLC, Mediation Pursuant to Evidence Code Sections 1115, 1119, 1152
   Government Code Section 54956.9(d)(4)

c. Conference with Legal Counsel – Pending Litigation – One Case: O’Neal et al v. Stanislaus County Employees’ Retirement Association
   Stanislaus County Superior Court Case No. 648469
   Government Code Section 54956.9(d)(1)

d. Conference with Legal Counsel – Pending Litigation – One Case: Nasrawi et al v. Buck Consultants, LLC, et.al, Santa Clara County Superior Court Case No. 1-11-CV202224; Court of Appeal, Sixth Appellate District, Case No. H038894
   Government Code Section 54956.9(d)(1)

e. Discussion and Action Regarding the Raven Capital Management Partnership Agreement Proposed Amendment
   Government Code Section 54956.81
   Roll Call Vote Required

Motion was made by Jeff Grover and seconded by Darin Gharat to enter into open session at 4:06 p.m.

Motion Carried
10. **Closed Session (Cont)**

Read Out of Closed Session Item 10.e

Motion was made by Darin Gharat and seconded by Mike O’Neal to accept staff’s recommendation to authorize the Executive Director to sign the consent form to amend the First Amended and Limited Restated Limited Partnership Agreement of the Partnership for the Raven Asset-Based Opportunity Fund I LP.

Roll call vote was as follows:

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<tr>
<td>Gordon Ford</td>
<td>No</td>
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<td>Darin Gharat</td>
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<td>Michael O’Neal</td>
<td>Yes</td>
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<tr>
<td>Jeff Grover</td>
<td>Yes</td>
<td>Joan Clendenin</td>
<td>Alternate Vote not Required</td>
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No Other Items to Report Out From Closed Session

11. **Members’ Forum (Information and Future Agenda Requests Only)**

Trustee Ford requested that, when the Board entertains the next set of direct lenders in their annual report, staff should use the same format and present the same internal information as was used in the Raven discussion.

Trustee Clendenin requested that whenever there is a revised agenda, it should be clearly noted on the agenda that it is a revised agenda.

Trustee Grover asked for an augmented report regarding cash flow reconciliation on a monthly/quarterly basis. Staff will work with the Board to make sure that the desired information is included in this report.

12. **Adjournment**

Meeting adjourned at 4:16 p.m.

Respectfully submitted,

[Signature]

Rick Santos, Executive Director

APPROVED AS TO FORM:
FRED A. SILVA, GENERAL LEGAL COUNSEL

By:
[Signature]
Fred A. Silva, General Legal Counsel
For the Board of Retirement meeting  
Held on March 12, 2014

TO:  Board of Retirement

FROM:  Dawn Lea, Benefits Manager

I. SUBJECT:  Response to Trustee Inquiry Regarding Disability

II. ITEM TYPE:  Information

III. STAFF RECOMMENDATION:  None

IV. ANALYSIS:  At the Board of Retirement’s administrative meeting held on February 12, 2014, Trustee Clendenin requested additional information on the screening of new hires and the accountability for attempting to keep injured workers employed.

We have invited the Stanislaus County Disability Management Team to give a brief overview of their pre-hire screening and return to work processes to answer these types of general questions.

We would also like to inform you of another proactive step that is being used by our own StanCERA staff to keep disabled workers employed. If the employer is not able to accommodate an employee within the same job class, members are counseled on the benefits of Government Code Sections 31725.5 and 31725.65 which allow the member to take another position with the same employer. If the new position pays less than the position the member has been found to be disabled from, StanCERA can pay the difference between the pay of the new position at that of the former position as long as the supplemental payment does not exceed what the member would have received as a disability benefit. StanCERA currently has five members receiving supplemental disability benefits in lieu of disability payments.

V. RISK:  None

VI. STRATEGIC PLAN:  Strategic Objective #4, Refine StanCERA’s business and policy practices in ways that enhance stakeholder awareness, the delivery of member services and the ability of the Organization to administer the System effectively and efficiently.

VII. ADMINISTRATIVE BUDGET IMPACT:  None

Dawn Lea, Benefits Manager

Rick Santos, Executive Director
I. SUBJECT: Legal Update: Three California Court Rulings on Retiree Health Care

Sonoma County retirees will have another chance to show that an implied contract gave them vested rights to retiree health care due to a 2-to-1 vote of a 9th Circuit federal panel on February 25, 2014. The dissenting justice stated that she did not feel that the implied contract was supported by dozens of labor agreements submitted to a lower court and that she felt that the retirees have a “heavy burden” to show that the County intent was to create a lifetime benefit, but she felt the parties should be allowed to amend their complaint.

On February 13, 2014, another 9th Circuit federal panel unanimously ruled that Orange County retirees do not have an implied contract requiring the County to include retirees in the active employee pool for health insurance pricing. Being removed from the active employee pool will create increased insurance rates for retirees.

A State Appellate panel published a unanimous ruling that upheld a cap on San Diego retiree health care payments on January 23, 2014. This decision rejects an attempt to relitigate a federal court ruling that retiree health care for the city’s police is not a contractually vested right.

V. RISK: None

VI. STRATEGIC PLAN: Strategic Objective #4, Refine StanCERA’s business and policy practices in ways that enhance stakeholder awareness, the delivery of member services and the ability of the Organization to administer the System effectively and efficiently.

VII. ADMINISTRATIVE BUDGET IMPACT: None
For the Board of Retirement meeting
Held on March 12, 2014

TO: Board of Retirement

FROM: Rick Santos, Executive Director

I. SUBJECT: Monthly Staff Report

II. ITEM TYPE: Information

III. STAFF RECOMMENDATION: None

IV. ANALYSIS: This monthly staff report will be presented at each StanCERA Administrative Board meeting and is intended to give the Board a very high level overview of some of the major issues/tasks staff is currently working on.

    ➢ Public Record Act Request - On February 26th, staff received another public records request from the group known as “Transparent California”. Their request was similar to last year’s in that it is seeking current retiree information from the most recently completed calendar year. The group requested information such as name, benefit amount, employer, service credit, final average salary, benefit formula and COLA. StanCERA complied with this request on March 5.

    ➢ Contract with Northern Trust – To the satisfaction of StanCERA, StanCERA and Northern Trust reached agreement last week regarding proposed fiduciary language included in the Custodial Contract. Once the Securities Lending agreement has been settled the transition process to Northern Trust will commence. Cash and securities will move on May 1, followed by several months of in-depth auditing by staff to ensure accuracy.

    ➢ Strategic Realignment – In keeping with StanCERA Strategic Objective #3, staff has begun the process of reviewing and reassessing the strategic realignment of the Organization and how the realignment can meet StanCERA’s long-term goals and needs in terms of technology, staffing and pension administration. Staff plans on bringing this item to the Board around the same time the 15-16 budget is presented.

    ➢ PRIMA Capital Advisors LLC Investment - On October 13, 2013, PRIMA submitted the Third Amended and Restated Limited Liability Company (LLC) Agreement, dated 6/17/2011, and the Subscription documents to StanCERA. Scott Smith of HansenBridget reviewed the documents and identified several points of concern PRIMA’s counsel has advised that a number of the points raised by StanCERA should not be addressed in a Side Letter and would require Prima to amend the existing LLC Agreement. Both parties are still working on addressing StanCERA's concerns.

    ➢ 31680.4; Reinstatement from Retirement - Staff is currently gathering information regarding internal costs to implement, impacts on the fund itself (financial/actuarial issues) and any legal/tax issues that may arise. Staff plans on bringing this item to the Board for action at the April or May administrative meeting.
V. RISK: None

VI. STRATEGIC PLAN: Strategic Objective #4; Refine StanCERA’s business and policy practices in ways that enhance stakeholder awareness, the delivery of member services and the ability of the Organization to administer the System effectively and efficiently.

VII. ADMINISTRATIVE BUDGET IMPACT: None

Rick Santos, Executive Director

Dawn Lea, Benefits Manager
SACRS VOTING PROXY FORM

The following are authorized by the ___________________________ County Retirement Board to vote on behalf of the County Retirement System at the upcoming SACRS Conference (if you have more than one alternate, please attach the list of alternates in priority order):

______________________________________ Voting Delegate

______________________________________ Alternate Voting Delegate

These delegates were approved by the Retirement Board on _____ / _____ / _____.

The person authorized to fill out this form on behalf of the Retirement Board:

Signature: ________________________________

Print Name: ________________________________

Position: ________________________________

Date: ________________________________

Please send your system’s voting proxy by April 1, 2014 to:

SACRS
Attn: Sulema H. Peterson, SACRS Administrator
1415 L Street, Suite 1000
Sacramento, CA  95814
Tel:  (916) 441-1850 / FAX: (916) 441-6178 / E-mail: sacrs@sacrs.org
SACRS MEMORANDUM

To: SACRS Trustees & SACRS Administrators/CEO’s
From: Ray McCray, SACRS Immediate Past President, Nominating Committee Chair
SACRS Nominating Committee
Re: SACRS Board of Director Elections – Recommended Ballot - 2014-2015 BOD Elections

SACRS BOD 2014-2015 Election process began January 2014. Please review the following timeline and distribute the recommended ballot to your Board of Trustees, per the bylaws:

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<tbody>
<tr>
<td>Monday, February 3, 2014</td>
<td>Nominating Committee receives nominations from SACRS membership</td>
</tr>
<tr>
<td>Monday March 3, 2014</td>
<td>Nominating Committee submits its recommended ballot to each 1937 Act Board</td>
</tr>
<tr>
<td>Tuesday, March 25, 2014</td>
<td>Nominating Committee receives nominations from any 1937 Act Board</td>
</tr>
<tr>
<td>Tuesday, April 1, 2014</td>
<td>Nominating Committee (NC) submits final ballot to each 1937 Act Board – ballot consists of NC’s recommended ballot plus anybody else who is nominated but not recommended by the NC</td>
</tr>
<tr>
<td>Friday, May 16, 2014</td>
<td>Conduct elections during the SACRS Business Meeting (at end of the May 2014 conference)</td>
</tr>
<tr>
<td>Friday, May 16, 2014</td>
<td>Board of Directors take office for 1 year</td>
</tr>
</tbody>
</table>

Per SACRS Bylaws, Article VI ~ Section 2 – Election, Qualification and Term of Office

“The officers of SACRS shall be regular members of SACRS. The officers shall be elected by majority vote of the quorum of delegates and alternate delegates present at the first meeting in each calendar year and shall hold office for one (1) year and until a successor is elected.”

Per SACRS Bylaws, Article VI ~ Section 4 - Officer Elections

“…The Board of any regular member County Retirement System may submit write-in candidates to be included in the Nominating Committee’s final ballot provided the Nominating Committee receives those write-in candidates prior to March 25th. The Nominating Committee will report a final ballot to each regular member County Retirement System prior to April 1.
The Administrator of each regular member County Retirement System shall be responsible for communicating the Nominating Committee’s recommended ballot and final ballot to each trustee and placing the election of SACRS Officers on his or her Board agenda. The Administrator shall acknowledge the completion of these responsibilities with the Nominating Committee…”

Below is the recommended ballot/slate, as in the past, a voting delegate may entertain a motion to vote by individual officer positions or by complete ballot/slate. Please be sure to authorize your voting delegate to vote either way.

The elections will be held at the SACRS Spring Conference May 13-16, 2014, at the Sacramento Sheraton Grand Hotel, Sacramento, California. Elections will be held during the Annual Business meeting on Friday, May 16th, 2014 at 10 a.m.

Please distribute the recommended ballot/slate to all standing/eligible board members for approval and authorization for your voting delegate. As stated above, Administrators are required to send acknowledgement of completion to our office at sulema@sacrs.org

SACRS Nominating Committee Recommended Nominees/Candidates for SACRS BOD 2014-2015 Elections:

<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
<th>Organization</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Yves Chery</td>
<td>Los Angeles CERA</td>
</tr>
<tr>
<td>Vice President</td>
<td>John Kelly</td>
<td>Sacramento CERS</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Dan McAllister</td>
<td>San Diego CERA</td>
</tr>
<tr>
<td>Secretary</td>
<td>Zandra Cholmondeley</td>
<td>Santa Barbara CERS</td>
</tr>
</tbody>
</table>

If you have any questions or require assistance, please contact me directly at (209) 468-2163 or raym1@sbcglobal.net. Thank you for your prompt attention to this timely matter.

Sincerely,

Raymond McCray

Raymond McCray, San Joaquin County
SACRS Nominating Committee Chair

CC: SACRS Board of Directors
SACRS Nominating Committee Members
Sulema H. Peterson, SACRS Administrator